

***THE***  
***GREENBRIER***  
***COMPANIES***

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

September 23, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20006

RECORDATION NO. 25173-B FILED

SEP 24 '04 2-26 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 2 dated as of July 21, 2004 to that certain Lease Agreement dated April 1, 2004, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of April 1, 2004, which was duly filed and recorded on August 30, 2004 and assigned Recordation Number 25173.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: RailTex, Inc.  
5300 Broken Sound Blvd., N.W.  
Boca Raton, Florida 33487

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 73-foot riserless deck, 286,000 lb. GRL centerbeam flatcars bearing reporting marks and numbers AOK 29730 through AOK 29829, inclusive.

Mr. Vernon A. Williams  
September 23, 2004  
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Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 2 dated as of July 21, 2004 to that certain Lease Agreement dated as of April 1, 2004 between Greenbrier Leasing Corporation, Lessor, and RailTex, Inc., Lessee.

Sincerely,



Janet E. Germer  
Executive Assistant

JEG  
Enclosure

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD

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*MEMORANDUM OF LEASE AGREEMENT*

*BETWEEN*

*GREENBRIER LEASING CORPORATION ("LESSOR")*

*AND*

*RAILTEX, INC. ("LESSEE")*

*APRIL 1, 2004*

*SCHEDULE NO. 2 DATED JULY 21, 2004*

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Memorandum of a Lease Agreement made and entered into as of April 1, 2004, and Schedule No. 2 thereto dated July 21, 2004, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and RailTex, Inc., a Texas corporation ("Lessee"),

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 73-foot riserless deck, 286,000 lb. GRL centerbeam flatcars bearing reporting marks and numbers AOK 29730 through AOK 29829, inclusive.
2. The Lease Agreement and Schedule No. 2 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2, as amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: Executive Vice President

LESSEE: RAILTEX, INC.

By: Robert K. Gray

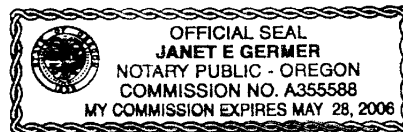
Title: Vice President - Contracts

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 21<sup>st</sup> day of September, 2004, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer  
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF FLORIDA )  
 ) ss.  
COUNTY OF PAUM BEACH )

On this 16<sup>th</sup> day of Sept., 2004, before me personally appeared Sandra Franger, to me personally known, who being by me duly sworn, says that s/he is the Vice President - Contracts of RailTex, Inc. that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Kristin Dunlap  
NOTARY PUBLIC

My commission expires: 12.27.05



Kristin Dunlap  
My Commission DD067657  
Expires December 27, 2005